What is claimed is

1. A compound of Formula I

$$\begin{bmatrix} R^2 \\ R^3 & W \\ (X) & O \\ R^4 & (Y) & N \\ R^5 & U & Q \end{bmatrix}$$

I

wherein:

 R^1

is the side chain of a natural or unnatural α -amino acids, where if said side chain contains a protectable group, that group may be protected with a member of the group consisting of succinyl, glutaryl, 3,3dimethylglutaryl, C_{1-5} alkyl, C_{1-5} alkoxycarbonyl, acetyl, N-(9trifluoroacetyl, fluorenylmethoxycarbonyl), t-butoxycarbonyl, benzyl, omega-carboxy C_{i-5} alkylcarbonyl, benzyloxycarbonyl, 2-chlorobenzyloxycarbonyl, phenylsulfonyl, ureido, t-butyl, cinnamoyl, trityl, 4-methyltrityl, 1-(4,4-dimethyl-2,6-4-methoxy-2,3,6tosyl, dioxocyclohexylidene)ethyl, substituted phenylureido, and trimethylbenzenesulfonyl, phenylureido (where the phenyl substituents are phenoxy, halo, C₁₋₅alkoxycarbonyl);

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R² and R³

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may be taken together to form a six-membered aromatic ring which is fused to the depicted ring, or

are independently selected from the group consisting of hydrogen, C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino, phenyl, phenoxy, phenyl C_{1-5} alkyl, phenyl C_{1-5} alkoxy,

substituted phenyl (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenyl C_{1-5} alkyl (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenyl C_{1-5} alkoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and

substituted amino (where the substituents are selected from one or more members of the group consisting of C₁₋₅alkyl, phenyl, C₁₋₅alkenyl, C1-5alknyl, halosubstitutedC1-5alkyl, substituted halo C₁₋₅alkylcarbonyl, phenylC₁₋₅alkyl, C₁₋₅alkoxyC₁₋₅alkyl, carboxyC₁₋₅alkyl, C₁₋₅alkylcarbonyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, phenylC₁₋₅alkylcarbonyl, phenylcarbonyl, C1-5alkylsulfonyl, substituted phenylC₁₋₅alkylsulfonyl phenylsulfonyl, phenylcarbonyl, substituted phenylC₁₋₅alkylcarbonyl, substituted phenylsulfonyl, substituted phenylC_{1.5}alkylsulfonyl, substituted phenyl, and substituted phenylC_{1.5}alkyl[where the aromatic phenylcarbonyl, phenylC₁₋₅alkyl, phenyl, and phenylsulfonyl, phenylC₁₋₅alkylcarbonyl,

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phenylC₁₋₅alkylsulfonyl substitutents are independently selected from one to five members of the group consisting of C₁₋₅alkyl, C₁₋₅alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]);

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R4 and R5

may be taken together to form a six-membered aromatic ring which is fused to the depicted ring, or

are independently selected from the group consisting of hydrogen, C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino, phenyl, phenoxy, phenyl C_{1-5} alkyl, phenyl C_{1-5} alkoxy,

substituted phenyl (where the substituents are selected from C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenyl C_{1-5} alkyl (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenyl C_{1-5} alkoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and

substituted amino (where the substituents are selected from one or more members of the group consisting of C_{1-5} alkyl, halosubstituted C_{1-5} alkyl, C_{1-5} alknyl, C_{1-5} alkenyl, phenyl, phenyl C_{1-5} alkyl, C_{1-5} alkylcarbonyl, halo substituted C_{1-5} alkylcarbonyl, carboxy C_{1-5} alkyl, C_{1-5} alkyl,

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cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, $phenyl C_{1\text{-}5} alkyl carbonyl,$ phenylcarbonyl, C₁₋₅alkylsulfonyl, substituted phenylC₁₋₅alkylsulfonyl phenylsulfonyl, phenylcarbonyl, substituted phenylC₁₋₅alkylcarbonyl, substituted phenylsulfonyl, substituted phenyl C_{1-5} alkylsulfonyl, substituted phenyl, and substituted phenylC₁₋₅alkyl [where the aromatic phenylcarbonyl, phenylC₁₋₅alkyl, phenyl, and phenylsulfonyl, phenylC₁₋₅alkylcarbonyl, $phenyl C_{1\text{--}5} alkyl sulfonyl \ substitutents \ are \ independently \ selected$ from one to five members of the group consisting of C₁₋₅alkyl, C1-5alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]);

W is selected from the group consisting of -CH=CH-, -S-, and -CH=N-;

Q is selected from the group consisting of -CH=CH-, -S-, and -CH=N-;

X is selected from the group consisting of carbonyl, C_{1-5} alkyl, C_{1-5} alkenyl, C_{1-5} alkenylcarbonyl, and $(CH_2)_m$ -C(O)- where m is 2-5;

Y is selected from the group consisting of carbonyl, C₁₋₅alkyl, C₁₋₅alkenyl, C₁₋₅alkenylcarbonyl, and (CH₂)_m-C(O)- where m is 2-5;

n is 1, 2, or 3;

Z is selected from the group consisting of hydroxy, C₁₋₅ alkoxy, phenoxy, phenylC₁₋₅alkoxy, amino, C₁₋₅alkylamino, diC₁₋₅alkylamino, phenylC₁₋₅alkylamino,

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	piperidin-1-yl
	substituted piperidin-1-yl (where the substituents are selected from
	the group consisting of C ₁₋₅ alkyl, C ₁₋₅ alkoxy, halo,
	aminocarbonyl, C ₁₋₅ alkoxycarbonyl, and oxo;
_	substituted phenylC ₁₋₅ alkylamino (where the aromatic substitutents
5	are selected from the group consisting of C ₁₋₅ alkyl, C ₁₋₅ alkoxy,
	phenylC ₁₋₅ alkenyloxy, hydroxy, halogen, trifluoromethyl, nitro;
	cyano, and amino),
	substituted phenoxy (where the aromatic substitutents are selected
10	from the group consisting of C ₁₋₅ alkyl, C ₁₋₅ alkoxy, hydroxy,
10	halogen, trifluoromethyl, nitro, cyano, and amino),
	substituted phenylC ₁₋₅ alkoxy (where the aromatic substitutents are
	selected from the group consisting of C1-5alkyl, C1-5alkoxy,
	hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino),
15	-OCH ₂ CH ₂ (OCH ₂ CH ₂) _s OCH ₂ CH ₂ O-,
13	-NHCH2CH2(OCH2CH2)5OCH2CH2NH-,
	$-\mathrm{NH}(\mathrm{CH_2})_{\mathrm{p}}\mathrm{O}(\mathrm{CH_2})_{\mathrm{q}}\mathrm{O}(\mathrm{CH_2})_{\mathrm{p}}\mathrm{NH-}, \qquad -\mathrm{NH}(\mathrm{CH_2})_{\mathrm{q}}\mathrm{NCH_3}(\mathrm{CH_2})_{\mathrm{s}}\mathrm{NH-},$
	-NH(CH ₂) _s NH-, and (NH(CH ₂) _s) ₃ N,
	where s, p, and q are independently selected from 1-7
	with the proviso that if n is 2, Z is not hydroxy, C ₁₋₅ alkoxy, amino
20	C ₁₋₅ alkylamino, diC ₁₋₅ alkylamino, phenylamino, o
	phenylC ₁₋₅ alkylamino, piperidin-1-yl
	with the further proviso that if n is 3, Z is $(NH(CH_2)_s)_3N$.
	and salts thereof.
	ally party moves.

2. The compounds of claim 1 wherein said compound binds to the EPO receptor.

- 3. A method for modulating EPO receptor, comprising contacting the EPO receptor with an amount of the compound of claim 1.
- 4. A method for treating a disease or condition mediated by EPO receptor comprising administering an effective amount of the compound of claim 1.
- 5. A pharmaceutical composition comprising the compound of claim 1.
- 6. An EPO receptor modulating compound of the formula

$$\begin{array}{c|c}
R^{2} \\
\hline
R^{3} & W \\
\hline
(X) & O \\
\hline
(X) & O \\
R^{5} & C \\
\hline
(Y) & R^{1}
\end{array}$$

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wherein:

 R^1

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is the side chain of a natural or unnatural α -amino acids, where if said side chain contains a protectable group, that group may be protected with a member of the group consisting of succinyl, glutaryl, 3,3dimethylglutaryl, C₁₋₅alkyl, C₁₋₅alkoxycarbonyl, acetyl, N-(9trifluoroacetyl, fluorenylmethoxycarbonyl), t-butoxycarbonyl, benzyl, omega-carboxyC₁₋₅alkylcarbonyl, phenylsulfonyl, benzyloxycarbonyl, 2-chlorobenzyloxycarbonyl, ureido, t-butyl, cinnamoyl, trityl, 4-methyltrityl, 1-(4,4-dimethyl-2,6tosyl, 4-methoxy-2,3,6dioxocyclohexylidene)ethyl, substituted phenylureido, and trimethylbenzenesulfonyl,

phenylureido (where the phenyl substituents are phenoxy, halo, C₁₋₅alkoxycarbonyl);

R² and R³

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may be taken together to form a six-membered aromatic ring which is fused to the depicted ring, or

are independently selected from the group consisting of hydrogen, C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino, phenyl, phenoxy, phenyl C_{1-5} alkyl, phenyl C_{1-5} alkoxy,

substituted phenyl (where the substituents are selected from C_{1.5}alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the substituents are selected fromC₁₋₅ alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenyl C_{1-5} alkyl (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC₁₋₅alkoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and

substituted amino (where the substituents are selected from one or more members of the group consisting of C1-5alkyl, phenyl, C_{1.5}alkenyl, halosubstitutedC₁₋₅alkyl, C₁₋₅alknyl, halo substituted C1.5alkylcarbonyl, phenylC₁₋₅alkyl, C_{1-5} alkoxy C_{1-5} alkyl, carboxyC_{1.5}alkyl, C₁₋₅alkylcarbonyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, phenylC₁₋₅alkylcarbonyl, phenylcarbonyl, C1-5alkylsulfonyl,

phenylC₁₋₅alkylsulfonyl substituted phenylsulfonyl, phenylcarbonyl, substituted phenylC₁₋₅alkylcarbonyl, substituted phenylsulfonyl, substituted phenylC₁₋₅alkylsulfonyl, substituted phenyl, and substituted phenyl C_{1-5} alkyl[where the aromatic phenylcarbonyl, phenylC₁₋₅alkyl, phenyl, phenylsulfonyl, and phenylC₁₋₅alkylcarbonyl, phenylC₁₋₅alkylsulfonyl substitutents are independently selected from one to five members of the group consisting of C_{1-5} alkyl, C₁₋₅alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]);

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R4 and R5

may be taken together to form a six-membered aromatic ring which is fused to the depicted ring, or

are independently selected from the group consisting of hydrogen, C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino, phenyl, phenoxy, phenyl C_{1-5} alkyl, phenyl C_{1-5} alkoxy,

substituted phenyl (where the substituents are selected from C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenyl C_{1-5} alkyl (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

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substituted phenyl C_{1-5} alkoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and

substituted amino (where the substituents are selected from one or more members of the group consisting of $C_{1-5}alkyl$, phenyl, C1-5alknyl, C₁₋₅alkenyl, halosubstitutedC_{1.5}alkyl, substituted halo C1-5alkylcarbonyl, phenylC₁₋₅alkyl, C₁₋₅alkoxyC₁₋₅alkyl, carboxyC₁₋₅alkyl, C1.5alkylcarbonyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, phenylC₁₋₅alkylcarbonyl, phenylcarbonyl, C_{1.5}alkylsulfonyl, substituted $phenyl C_{1\text{--}5} alkyl sulfonyl$ phenylsulfonyl, phenylcarbonyl, substituted phenylC₁₋₅alkylcarbonyl, substituted phenylsulfonyl, substituted phenyl C_{1-5} alkylsulfonyl, substituted phenyl, and substituted phenylC₁₋₅alkyl [where the aromatic phenylcarbonyl, phenylC_{1.5}alkyl, phenyl, phenylsulfonyl, and $phenyl C_{1-5} alkyl carbonyl,\\$ phenylC₁₋₅alkylsulfonyl substitutents are independently selected from one to five members of the group consisting of $C_{1-5}alkyl$, C1-5alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]);

W is selected from the group consisting of -CH=CH-, -S-, and -CH=N-;

Q is selected from the group consisting of -CH=CH-, -S-, and -CH=N-;

X is selected from the group consisting of carbonyl, C₁₋₅alkyl, C₁₋₅alkenyl, C₁₋₅alkenylcarbonyl, and (CH₂)_m-C(O)- where m is 2-5;

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	Y is selected from the group consisting of carbonyl, C ₁₋₅ alkyl, C ₁₋₅ alkenyl, C ₁₋₅ alkenylcarbonyl, and (CH ₂) _m -C(O)- where m is 2-5;	
5	Z is selected from the group consisting of hydroxy, C ₁₋₅ alkoxy phenoxy, phenylC ₁₋₅ alkoxy, amino, C ₁₋₅ alkylamino diC ₁₋₅ alkylamino, phenylamino, phenylC ₁₋₅ alkylamino, piperidin-1-yl	,
10	substituted piperidin-1-yl (where the substituents are selected from the group consisting of C ₁₋₅ alkyl, C ₁₋₅ alkoxy, halo aminocarbonyl, C ₁₋₅ alkoxycarbonyl, and oxo; substituted phenylC ₁₋₅ alkylamino (where the aromatic substitutent are selected from the group consisting of C ₁₋₅ alkyl, C ₁₋₅ alkoxy phenylC ₁₋₅ alkenyloxy, hydroxy, halogen, trifluoromethyl, nitro), is
15	cyano, and amino), substituted phenoxy (where the aromatic substitutents are selected from the group consisting of C ₁₋₅ alkyl, C ₁₋₅ alkoxy, hydrox halogen, trifluoromethyl, nitro, cyano, and amino),	ed y,
20	substituted phenylC _{1.5} alkoxy (where the aromatic substitutents a selected from the group consisting of C _{1.5} alkyl, C _{1.5} alkox hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino), -OCH ₂ CH ₂ (OCH ₂ CH ₂) ₅ OCH ₂ CH ₂ O-, -NHCH ₂ CH ₂ (OCH ₂ CH ₂) ₅ OCH ₂ CH ₂ NH-, -NH(CH ₂) _p O(CH ₂) _q O(CH ₂) _p NH-, -NH(CH ₂) _q NCH ₃ (CH ₂) _s NH	y,
25	-NH(CH ₂) _s NH-, and (NH(CH ₂) _s) ₃ N, where s, p, and q are independently selected from 1-7 and pharmaceutically acceptable salts thereof.	

7. An EPO receptor modulating compound of the Formula

$$\begin{bmatrix} R^2 \\ R^3 & W \\ (X) & O \\ R^4 & (Y) & N \\ R^5 & U & Q \end{bmatrix}_2$$

dimethylglutaryl, C₁₋₅alkyl, C₁₋₅alkoxycarbonyl,

benzyloxycarbonyl, 2-chlorobenzyloxycarbonyl,

fluorenylmethoxycarbonyl),

dioxocyclohexylidene)ethyl,

trimethylbenzenesulfonyl,

C₁₋₅alkoxycarbonyl);

omega-carboxyC₁₋₅alkylcarbonyl,

wherein:

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 R^1

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 R^2 and R^3

may be taken together to form a six-membered aromatic ring which is fused to the depicted ring, or

is the side chain of a natural or unnatural α -amino acids, where if said

side chain contains a protectable group, that group may be protected

with a member of the group consisting of succinyl, glutaryl, 3,3-

ureido, t-butyl, cinnamoyl, trityl, 4-methyltrityl, 1-(4,4-dimethyl-2,6-

phenylureido (where the phenyl substituents are phenoxy, halo,

tosyl,

phenylureido,

acetyl, N-(9-

trifluoroacetyl,

phenylsulfonyl,

4-methoxy-2,3,6-

t-butoxycarbonyl,

and

benzyl,

substituted

are independently selected from the group consisting of hydrogen, C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino, phenyl, phenoxy, phenyl C_{1-5} alkyl, phenyl C_{1-5} alkoxy,

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substituted phenyl (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC₁₋₅alkyl (where the substituents are selected from C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC₁₋₅alkoxy (where the substituents are selected from C₁₋₅ alkyl, C₁₋₅ alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and

substituted amino (where the substituents are selected from one or more members of the group consisting of $C_{1-5}alkyl$, C1-5alkenyl, phenyl, C₁₋₅alknyl. halosubstitutedC₁₋₅alkyl, substituted C1-5alkylcarbonyl, halo phenylC₁₋₅alkyl, C1-5alkoxyC1-5alkyl, carboxyC₁₋₅alkyl, C₁₋₅alkylcarbonyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, phenylC₁₋₅alkylcarbonyl, phenylcarbonyl, C₁₋₅alkylsulfonyl, substituted $phenyl C_{1\text{-}5} alkyl sulfonyl$ phenylsulfonyl, phenylcarbonyl, substituted phenyl C_{1-5} alkylcarbonyl, substituted phenylsulfonyl, substituted phenylC₁₋₅alkylsulfonyl, substituted phenyl, and substituted phenylC₁₋₅alkyl[where the aromatic phenylcarbonyl, phenylC₁₋₅alkyl, phenyl, phenylsulfonyl, $phenyl C_{1\text{-}5} alkyl carbonyl,$ phenylC₁₋₅alkylsulfonyl substitutents are independently selected from one to five members of the group consisting of C1-5alkyl,

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 C_{1-5} alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]);

R4 and R5

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may be taken together to form a six-membered aromatic ring which is fused to the depicted ring, or

are independently selected from the group consisting of hydrogen, C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino, phenyl, phenoxy, phenyl C_{1-5} alkyl, phenyl C_{1-5} alkoxy,

substituted phenyl (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenyl C_{1-5} alkyl (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenyl C_{1-5} alkoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and

substituted amino (where the substituents are selected from one or more members of the group consisting of C1-5alkyl, phenyl, C1-5alknyl, C_{1.5}alkenyl, halosubstitutedC₁₋₅alkyl, substituted halo C₁₋₅alkylcarbonyl, phenylC₁₋₅alkyl, carboxyC₁₋₅alkyl, C₁₋₅alkoxyC₁₋₅alkyl, C_{1.5}alkylcarbonyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, phenylC₁₋₅alkylcarbonyl, phenylcarbonyl, C₁₋₅alkylsulfonyl,

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substituted phenylC₁₋₅alkylsulfonyl phenylsulfonyl, phenylcarbonyl, substituted phenylC₁₋₅alkylcarbonyl, substituted phenylsulfonyl, substituted phenyl C_{1-5} alkylsulfonyl, substituted phenyl, and substituted phenylC1-5alkyl [where the aromatic phenylcarbonyl, phenylC₁₋₅alkyl, phenyl, 5 and phenylsulfonyl, phenylC₁₋₅alkylcarbonyl, $phenyl C_{1\text{--}5} alkyl sulfonyl \ substitutents \ are \ independently \ selected$ from one to five members of the group consisting of C_{1-5} alkyl, C₁₋₅alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]); 10 is selected from the group consisting of -CH=CH-, -S-, and -CH=N-; W is selected from the group consisting of -CH=CH-, -S-, and -CH=N-; Q 15 is selected from the group consisting of carbonyl, C₁₋₅alkyl, X $C_{1\text{--}5}$ alkenyl, $C_{1\text{--}5}$ alkenylcarbonyl, and $(CH_2)_m$ -C(O)- where m is 2-5; . is selected from the group consisting of carbonyl, C₁₋₅alkyl, Y C_{1-5} alkenyl, C_{1-5} alkenylcarbonyl, and $(CH_2)_m$ -C(O)- where m is 2-5; 20 is selected from the group consisting of phenoxy, phenylC₁₋₅alkoxy, Z substituted piperidin-1-yl (where the substituents are selected from C₁₋₅alkoxy, of C₁₋₅alkyl, consisting group the aminocarbonyl, C1-5alkoxycarbonyl, and oxo; 25 substituted phenylC₁₋₅alkylamino (where the aromatic substitutents are selected from the group consisting of C₁₋₅alkyl, C₁₋₅alkoxy, phenylC₁₋₅alkenyloxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the aromatic substitutents are selected from the group consisting of C₁₋₅alkyl, C₁₋₅alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino),

substituted phenylC₁₋₅alkoxy (where the aromatic substitutents are selected from the group consisting of C₁₋₅alkyl, C₁₋₅alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino),

-OCH₂CH₂(OCH₂CH₂)₅OCH₂CH₂O-,

 $\hbox{-NHCH$_2CH_2$(OCH$_2CH_2$)$_5OCH_2CH_2$NH-,}\\$

 $-\mathrm{NH}(\mathrm{CH_2})_{\mathrm{p}}\mathrm{O}(\mathrm{CH_2})_{\mathrm{q}}\mathrm{O}(\mathrm{CH_2})_{\mathrm{p}}\mathrm{NH-}, \qquad -\mathrm{NH}(\mathrm{CH_2})_{\mathrm{q}}\mathrm{NCH_3}(\mathrm{CH_2})_{\mathrm{s}}\mathrm{NH-},$

-NH(CH₂)_sNH-, and (NH(CH₂)_s)₃N,

where s, p, and q are independently selected from 1-7 and the pharmaceutically acceptable salts thereof.

8. An EPO receptor modulating compound of the Formula

wherein:

R¹ is the side chain of a natural or unnatural α-amino acids, where if said side chain contains a protectable group, that group may be protected with a member of the group consisting of succinyl, glutaryl, 3,3-

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dimethylglutaryl, C1-5alkyl, C1-5alkoxycarbonyl, acetyl, N-(9trifluoroacetyl, fluorenylmethoxycarbonyl), benzyl, omega-carboxyC₁₋₅alkylcarbonyl, t-butoxycarbonyl, phenylsulfonyl, benzyloxycarbonyl, 2-chlorobenzyloxycarbonyl, ureido, t-butyl, cinnamoyl, trityl, 4-methyltrityl, 1-(4,4-dimethyl-2,6-4-methoxy-2,3,6dioxocyclohexylidene)ethyl, tosyl, substituted phenylureido, and trimethylbenzenesulfonyl, phenylureido (where the phenyl substituents are phenoxy, halo, C₁₋₅alkoxycarbonyl);

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R2 and R3

may be taken together to form a six-membered aromatic ring which is fused to the depicted ring, or

are independently selected from the group consisting of hydrogen, C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino, phenyl, phenoxy, phenyl C_{1-5} alkyl, phenyl C_{1-5} alkoxy,

substituted phenyl (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenyl C_{1-5} alkyl (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenyl C_{1-5} alkoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and

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substituted amino (where the substituents are selected from one or more members of the group consisting of C₁₋₅alkyl, phenyl, C₁₋₅alkenyl, C1-5alknyl, halosubstitutedC1-5alkyl, substituted C₁₋₅alkylcarbonyl, halo phenylC₁₋₅alkyl, C1-5alkoxyC1-5alkyl, $carboxy C_{1\text{-}5} alkyl,$ C₁₋₅alkylcarbonyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, phenylC₁₋₅alkylcarbonyl, phenylcarbonyl, C1-5alkylsulfonyl, substituted phenylC₁₋₅alkylsulfonyl phenylsulfonyl, phenylcarbonyl, substituted phenylC₁₋₅alkylcarbonyl, substituted phenylsulfonyl, substituted phenylC_{1.5}alkylsulfonyl, substituted phenyl, and substituted phenyl C_{1-5} alkyl[where the aromatic phenylcarbonyl, phenylC_{1.5}alkyl, phenyl, and phenylsulfonyl, phenylC₁₋₅alkylcarbonyl, phenylC₁₋₅alkylsulfonyl substitutents are independently selected from one to five members of the group consisting of C₁₋₅alkyl, C₁₋₅alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]);

R4 and R5

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may be taken together to form a six-membered aromatic ring which is fused to the depicted ring, or

are independently selected from the group consisting of hydrogen, C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino, phenyl, phenoxy, phenyl C_{1-5} alkyl, phenyl C_{1-5} alkoxy,

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substituted phenyl (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenyl C_{1-5} alkyl (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted phenyl $C_{1.5}$ alkoxy (where the substituents are selected from C_{1-5} alkyl, C_{1-5} alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and

substituted amino (where the substituents are selected from one or more members of the group consisting of C₁₋₅alkyl, C1-5alkenyl, phenyl, C1-5alknyl, halosubstitutedC1.5alkyl, substituted C1-5alkylcarbonyl, halo phenylC₁₋₅alkyl, C1-5alkoxyC1-5alkyl, carboxyC₁₋₅alkyl, C1-5alkylcarbonyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, phenylC₁₋₅alkylcarbonyl, phenylcarbonyl, C₁₋₅alkylsulfonyl, substituted $phenyl C_{1\text{-}5} alkyl sulfonyl$ phenylsulfonyl, phenylcarbonyl, substituted phenylC₁₋₅alkylcarbonyl, substituted phenylsulfonyl, substituted phenylC₁₋₅alkylsulfonyl, substituted phenyl, and substituted phenylC₁₋₅alkyl [where the aromatic phenylcarbonyl, phenylC₁₋₅alkyl, phenyl, and phenylsulfonyl, phenylC₁₋₅alkylcarbonyl, phenylC₁₋₅alkylsulfonyl substitutents are independently selected from one to five members of the group consisting of C₁₋₅alkyl, C₁₋₅alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]);

W is selected from the group consisting of -CH=CH-, -S-, and -CH=N-;

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- Q is selected from the group consisting of -CH=CH-, -S-, and -CH=N-;
- X is selected from the group consisting of carbonyl, C_{1-5} alkyl, C_{1-5} alkenyl, C_{1-5} alkenylcarbonyl, and $(CH_2)_m$ -C(O)- where m is 2-5;
- Y is selected from the group consisting of carbonyl, C₁₋₅alkyl, C₁₋₅alkenyl, C₁₋₅alkenylcarbonyl, and (CH₂)_m-C(O)- where m is 2-5;
- z is (NH(CH₂)_s)₃N and pharmaceutically acceptable salts thereof.
 - 9. A compound selected from the group consisting of

$$\begin{array}{c|c} \mathsf{PhCH_2O} & & & \\ \mathsf{PhCH_2O} & & & & \\ \mathsf{N} & & & & \\ \mathsf{OMe} & & & \\ \mathsf{H_2N} & & & & \\ \end{array}$$

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$$\begin{array}{c} \text{PhCH}_2\text{O} \\ \\ \text{PhCH}_2\text{O} \\ \\ \text{PhCH}_2\text{O} \\ \\ \text{PhCH}_2\text{O} \\ \\ \text{PhO} \\ \\ \text{PhO} \\ \\ \text{PhO} \\ \\ \text{PhCH}_2\text{O} \\ \\ \text{PhCH}_$$

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and salts thereof.

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- 10. The compounds of claim 9 wherein said compound binds to the EPO receptor.
- 11. A method for modulating EPO receptor, comprising contacting the EPO receptor with an EPO receptor modulating amount of the compound of claim 9.
- 12. A method for treating a disease or condition mediated by EPO receptor comprising administering an effective amount of the compound of claim 9.
- 13. A pharmaceutical composition comprising the compound of claim 9.